

POSITION DESCRIPTION FOR THE LEAD DIRECTOR



DIRTT ENVIRONMENTAL SOLUTIONS LTD.

2022 08 02



Position Description for the the Lead Director (the “Lead Director”)

DIRTT Environmental Solutions

Approved December 29, 2017

A. GENERAL

The Lead Director will in each year be elected by the Board of Directors (the “**Board**”) of the Corporation from among its members. The Lead Director is expected to be “independent” as defined in National Instrument 52-110, Audit Committees, as amended from time to time.

The Lead Director’s roles are to: (1) oversee the operations and affairs of the Board; and (2) facilitate the functioning of the Board independently of the Corporation’s management.

B. RESPONSIBILITIES

The Lead Director will:

- a. Ensure that appropriate procedures are in place to allow the Board to work effectively and efficiently and to function independently of senior management.
- b. Chair Board meetings, including requiring appropriate briefing materials to be delivered in a timely fashion, stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation by individual directors and ensuring that clarity regarding decisions is reached and duly recorded.
- c. Determine procedures for Board meetings unless otherwise determined by the by-laws of the Corporation or a resolution of the Board.
- d. Ensure that the responsibilities of the Board are understood by both the Board and senior management and that the boundaries between the responsibilities of the Board and those of senior management are understood and respected.
- e. Maintain an effective relationship between the Board and senior management; and, where the Board has appointed an Executive Chair, consult and meet with any or all or the Board’s independent directors with or without the attendance of the Executive Chair and any other non-independent members of the Board, and represent the independent directors in discussions with management on corporate governance issues and other matters.
- f. Provide direction and advice to senior management, including helping to determine strategy, defining strategic issues, maintaining accountability to shareholders and other stakeholders and building relationships.
- g. Ensure that the Board and its committees have the necessary resources to support their work, in particular, accurate, timely and relevant information.

- h. Ensure compliance with the corporate governance policies of the Board, including those regarding regularity and conduct of Board and committee meetings, managing and reporting information and other policies relating to the Board's business.
- i. Provide leadership to ensure that the Board works as a cohesive team.
- j. With the President and Chief Executive Officer of the Corporation ("CEO"), develop schedules and agendas of meetings of the Board and its committees and verify that all items requiring Board and/or committee approval are appropriately tabled.
- k. Chair meetings of the shareholders of the Corporation.
- l. Work closely with the CEO to ensure that the Corporation maintains a healthy corporate governance culture.
- m. Promote best practices and high standards of corporate governance.
- n. Ensure that functions are delegated to appropriate committees and that those functions are carried out and the results reported to the Board.
- o. Ensure reasonable procedures are in place for Board and its committees to engage outside advisors at the expense of the Corporation in appropriate circumstances.
- p. Perform any other duties and responsibilities assigned by the Board.

For greater certainty, at all times where the Board has appointed an Executive Chair, the Executive Chair shall not be considered the "Chair of the Board" for purposes of the Corporation's amended and restated by-laws no. 1, and all such functions of the "Chair of the Board" under such by-laws shall be performed by the Lead Director.